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LONDON

MICHAEL J. TARPLEY  
DIAL DIRECT (212) 309-6084

No. ....  
Date **OCT 31 1984** .....

Fee \$ **200.00** .....

ICC Washington, D. C.

October 31, 1984

**14436-E**  
OCT 31 1984 - 11 55 AM

SECRETARY  
INTERSTATE COMMERCE COMMISSION  
Interstate Commerce Commission  
Washington, D. C. 20423

**14436**  
OCT 31 1984 - 11 55 AM

4-30-11-11  
INTERSTATE COMMERCE COMMISSION

Dear Secretary:

As attorneys for Dean Witter Rail Investors Limited Partnership, we have enclosed two original sets and two photocopied sets of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

These documents are, within the classification scheme promulgated as 49 C.F.R. § 1177.1, as follows:

- (1) a Lease Supplement No. 2, dated October 31, 1984, to a Lease of Railroad Equipment dated as of August 15, 1984, which Lease was filed and recorded with the ICC on September 28, 1984, and assigned recordation number 14436; Lease Supplement No. 1 was filed and recorded on the same date and assigned recordation number 14436-A. Lease Supplement No. 2 is a secondary document.
- (2) a Supplement No. 2, dated October 31, 1984, to a Trust and Security Agreement dated as of August 15, 1984, which Agreement was filed and recorded with the ICC on September 28, 1984, and assigned recordation number 14436-B; Supplement No. 1 was filed and recorded on the same date and assigned recordation number 14436-C. Supplement No. 2 is a secondary document.

A description of the additional equipment covered by such documents follows:

Forty-two (42) rail tank cars (2 of which were manufactured by Trinity Industries, Inc., and 40 by Union Tank Car Company), 17,500 gallon capacity each, of AAR Mechanical Description "T-104" and DOT Specification "111A100W3", bearing the following numbers to identify Cargill, Incorporated as the lessee thereof:

ICC OFFICE OF  
THE SECRETARY

OCT 31 11 49 AM '84  
MOTOR CARRIER UNIT

*Morgan & Bockius*

*0*

MORGAN, LEWIS & BOCKIUS

CRGX 4003  
CRGX 4060  
CRGX 4090-4119 (inclusive)  
CRGX 4121  
CRGX 4122  
CRGX 4124  
CRGX 4125  
CRGX 4127  
CRGX 4128  
CRGX 4153  
CRGX 4157  
CRGX 4160  
CRGX 4167

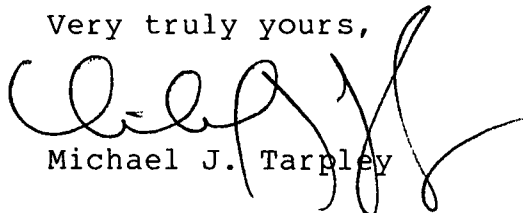
The documents provide that rail tank cars hereafter acquired by Dean Witter Rail Investors Limited Partnership and leased to Cargill, Incorporated will also be property covered by the Security Agreement and the Lease, up to a total of three hundred forty (340) such rail tank cars.

A fee of \$20.00 is enclosed. Please return the originals of each document and any extra copies not needed for recordation to the person presenting this letter and its enclosures for filing.

A short summary of each document to appear in the index follows:

- (1) Lease Supplement No. 2 to a Lease between DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, lessor, and CARGILL, INCORPORATED, lessee, dated October 31, 1984 and leasing 42 additional rail tank cars to the lessee under the Lease.
- (2) Supplement No. 2 to Security Agreement between DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, owner, and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, trustee, dated as of October 31, 1984 and subjecting 42 additional rail tank cars to the Security Agreement.

Very truly yours,



Michael J. Tarpley

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/31/84

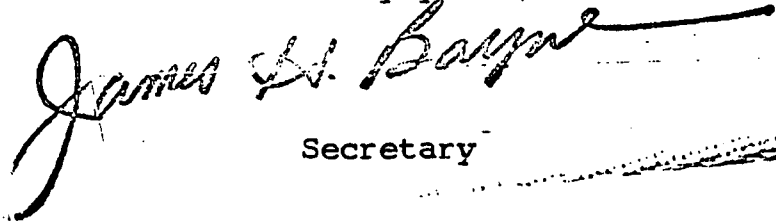
**OFFICE OF THE SECRETARY**

Michael J. Tarpley  
Morgan, Lewis & Bockius  
101 Park Avenue  
New York, N.Y. 10178

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/31/84 at 11:55am and assigned re-recording number(s). 14436-D & 14436-E

Sincerely yours,

  
Secretary

Enclosure(s)

OCT 31 1984 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2 TO TRUST AND SECURITY AGREEMENT

This Supplement No. 2 is dated as of October 31, 1984 and is entered into by Dean Witter Rail Investors Limited Partnership (the "Owner") and The Connecticut Bank and Trust Company, National Association, as Trustee (the "Trustee") for its benefit and for the benefit of the holders from time to time of the Notes described in the Agreement referred to below.

A. The Owner and the Trustee have entered into a Trust and Security Agreement dated as of August 15, 1984 (as heretofore supplemented, the "Agreement").

B. Unless otherwise defined herein, the capitalized terms used herein are used with the respective meanings specified in the Agreement.

C. The Agreement contemplates the execution and delivery from time to time of Security Agreement Supplements substantially in the form hereof.

NOW, THEREFORE, TO SECURE THE PAYMENT of the principal of and interest on the Notes according to their tenor and effect and to secure the payment and performance of all other indebtedness which the Agreement by its terms secures and the performance and observance of all covenants, obligations and conditions contained in the Notes, the Agreement and the Participation Agreement, the Owner does hereby grant, bargain, sell, transfer, convey, warrant, mortgage, assign, pledge, hypothecate and grant a continuing security interest unto the Trustee, its successors in trust and assigns in and to all and singular of the Owner's properties, rights, interests and privileges and the proceeds thereof (whether now owned or hereafter acquired), except any Excepted Rights in Collateral (as defined in the Agreement), including, without limitation, the following:

(a) each of the Rail Cars described in Schedule A annexed hereto;

(b) all additional or substituted Rail Cars which hereafter may be subjected to the lien and security interest of the Agreement by operation thereof;

(c) all income, revenues, issues, profits and proceeds arising from or in connection with any of the foregoing;

(d) each Lease Supplement relating to such Rail Cars and all amounts payable thereunder.

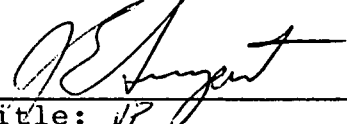
TO HAVE AND TO HOLD the above-described Collateral unto the Trustee, its successors in trust and assigns forever, upon the terms herein and in the Agreement set forth, for the benefit of the Trustee and for the equal and proportionate benefit, security and protection of all present and future holders of the Notes outstanding under the Agreement from and after the issuance of the Notes, without preference, priority or distinction of any Notes by reason of priority at the time of issue date or maturity thereof or otherwise for any cause whatsoever.

This Supplement shall be construed in connection with and as a part of the Agreement, and all terms, conditions and covenants contained in the Agreement, as hereby supplemented, shall remain in full force and effect.

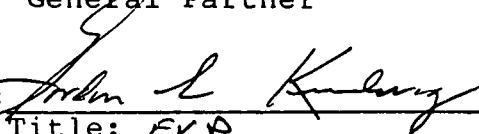
This Supplement may be executed in any number of counterparts, each of which shall constitute an original but which, when taken together, shall constitute but one instrument.

DEAN WITTER RAIL INVESTORS  
LIMITED PARTNERSHIP

By DEAN WITTER TRANSPORTATION  
LEASING CORPORATION,  
General Partner

By:   
Title: VP

By CLC INVESTORS, INC.,  
General Partner

By:   
Title: EVP

THE CONNECTICUT BANK AND TRUST  
COMPANY, NATIONAL ASSOCIA-  
TION, as Trustee

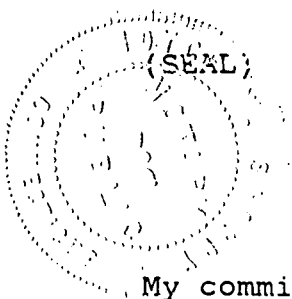
By:   
Title: ASSISTANT VICE PRESIDENT

STATE OF Conn.,

COUNTY OF Htfd.

SS.:

On this 29<sup>th</sup> day of October, 1984, before me personally appeared V. Kreuscher, to me personally known, who, being by me duly sworn, says and acknowledges that he resides at MANCHESTER CT; that he is an authorized officer of THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association; that one of the seals affixed to the foregoing instrument is the corporate seal of said association; that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was his free and voluntary act and deed and the free act and deed of said association.



Joyce M. Sperry  
Notary Public

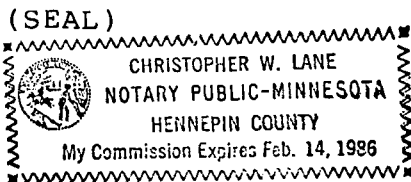
JOYCE M. SPERRY  
NOTARY PUBLIC

My commission expires: MY COMMISSION EXPIRES MARCH 31, 1989

STATE OF MINNESOTA

COUNTY OF HENNEPIN ss.:

On this 26<sup>th</sup> day of October, 1984, before me personally appeared Gordon E. Knudsvig, to me personally known, who, being by me duly sworn, says and acknowledges that he resides at 6920 Dakota Trail  
Edina MN; that he is Exec. V.P. of CLC INVESTORS, INC., a Delaware corporation and a general partner of DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, a New York limited partnership; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and was duly authorized by said limited partnership; and he acknowledged that the execution of the foregoing instrument was his free and voluntary act and deed, the free act and deed of said corporation and the act and deed of said limited partnership.



Christopher W. Lane  
Notary Public

My commission expires: Feb. 14, 1986



STATE OF NY )  
 : ss.:  
COUNTY OF NY )

On this 30 day of October, 1984, before me personally appeared James Swigert, to me personally known, who, being by me duly sworn, says and acknowledges that he resides at Rye NY; that he is Sr. V.P. of DEAN WITTER TRANSPORTATION LEASING CORPORATION, a Delaware corporation and a general partner of DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, a New York limited partnership; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and was duly authorized by said limited partnership; and he acknowledged that the execution of the foregoing instrument was his free and voluntary act and deed, the free act and deed of said corporation and the act and deed of said limited partnership.

(SEAL)

Christine Maiorini  
Notary Public

My commission expires:

CHRISTINE MAIORINI  
Notary Public, State of New York  
No. 01MA4741019  
Qualified in Kings County  
Certificate filed in New York County —  
Commission Expires March 30, 1985

Sup 2 to Trust  
- D

Schedule A

| <u>Descriptions and Quantity</u>  | <u>Manufacturer</u>      | <u>Debtor's Identification Nos.</u>  | <u>AAR Mechanical Description</u>  | <u>DOT Specifications</u>  | <u>Manufacturer's Specifications</u>   |
|---|--------------------------|--|--|--|--|
| 2 Rail Tank Cars, 17,500 gallon capacity each, lined to carry corn syrup  | Trinity Industries, Inc. | CRGX 4003<br>CRGX 4060   | T-104<br>(for all listed Rail Tank Cars manufactured by Trinity Industries, Inc. and Union Tank Car Company) | 111A100W3<br>(for all listed Rail Tank Cars manufactured by Trinity Industries, Inc. and Union Tank Car Company) | 36-176-2<br>(File #8402)<br>(for all listed Rail Tank Cars manufactured by Trinity Industries, Inc.) |
| 40 Rail Tank Cars, 17,500 gallon capacity each, lined to carry corn syrup | Union Tank Car Company   | CRGX 4091<br>CRGX 4101<br>CRGX 4115<br>CRGX 4095<br>CRGX 4103<br>CRGX 4111<br>CRGX 4124<br>CRGX 4116<br>CRGX 4127<br>CRGX 4118<br>CRGX 4121<br>CRGX 4125<br>CRGX 4109<br>CRGX 4112<br>CRGX 4094<br>CRGX 4107<br>CRGX 4104<br>CRGX 4090<br>CRGX 4097<br>CRGX 4113<br>CRGX 4100<br>CRGX 4092<br>CRGX 4105<br>CRGX 4098<br>CRGX 4096<br>CRGX 4110<br>CRGX 4093<br>CRGX 4099<br>CRGX 4102<br>CRGX 4106 |  |  | BD-36-100-18<br>(for all listed Rail Tank Cars manufactured by Union 7 Tank Car Company)             |

Sup to Unit  
- D

| <u>Descriptions<br/>and Quantity</u> | <u>Manufacturer</u> | <u>Debtor's<br/>Identifi-<br/>cation Nos.</u> | <u>AAR<br/>Mechanical<br/>Description</u> | <u>DOT Speci-<br/>fications</u> | <u>Manufacturer's<br/>Specifications</u> |
|--------------------------------------|---------------------|---|---|---------------------------------|--|
|                                      |                     | CRGX 4108                                     |   |                                 |  |
|                                      |                     | CRGX 4114                                     |   |                                 |  |
|                                      |                     | CRGX 4117                                     |   |                                 |  |
|                                      |                     | CRGX 4119                                     |   |                                 |  |
|                                      |                     | CRGX 4153                                     |   |                                 |  |
|                                      |                     | CRGX 4122                                     |   |                                 |  |
|                                      |                     | CRGX 4157                                     |   |                                 |  |
|                                      |                     | CRGX 4160                                     |   |                                 |  |
|                                      |                     | CRGX 4128                                     |   |                                 |  |
|                                      |                     | CRGX 4167                                     |   |                                 |  |